

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline: March 19, 2012 at 4:00 p.m.  
Hearing Date: June 18, 2012 at 9:00 a.m.

**THIRTY-NINTH QUARTERLY FEE APPLICATION OF  
KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE  
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR  
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS FOR  
THE PERIOD FROM OCTOBER 1, 2011 THROUGH DECEMBER 31, 2011**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide  
Professional Services to: Official Committee of Equity Security Holders

Date of Retention: As of July 18, 2001

Period for which compensation  
and reimbursement is sought: October 1, 2011 through and including December 31, 2011

Amount of Compensation sought as  
actual, reasonable and necessary: \$ 13,989.00

Amount of Expense Reimbursement  
sought as actual, reasonable and  
necessary: \$ 93.02

This is a(n):         monthly                      X     interim application

**SUMMARY OF MONTHLY FEE STATEMENTS FOR KRAMER LEVIN  
NAFTALIS & FRANKEL – OCTOBER 1, 2011 THROUGH DECEMBER 31, 2011**

<b>Fee Application Filing Date Docket No. Period Covered</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Total Amount of Fees and Expenses Requested</b>	<b>Amount of Fees Paid</b>	<b>Amount of Expenses Paid</b>	<b>Certification of No Objection Filing Date Docket No.</b>
12/01/2011 D.I. 28062 Oct. 1, 2011 – Oct. 31, 2011	\$2,208.00	\$9.19	\$2,217.19	\$1,766.40	\$9.19	01/03/2012  D.I. 28310
12/28/2011 D.I. 28288 Nov. 1, 2011 – Nov. 30, 2011	\$9,481.00	\$3.56	\$9,484.56	\$7,584.80	\$3.56	01/19/2012  D.I. 28383
02/09/2012 D.I. 28489 Dec. 1, 2011 – Dec. 31, 2011	\$2,300.00	\$80.27	\$2,380.27	\$0	\$0	Not yet filed
<b>Total</b>	<b>\$13,989.00</b>	<b>\$93.02</b>	<b>\$14,082.02</b>	<b>\$9,351.20</b>	<b>\$12.75</b>	

Current Period Unpaid:	Fees	\$ 4,637.80
	Expenses	\$ 80.27
	<b>Total</b>	<b>\$ 4,718.07</b>

Prior Periods Unpaid:	Fees	\$ 9,978.80
	Expenses	\$
	<b>Total</b>	<b>\$ 9,978.80</b>

**TOTAL DUE:            \$14,696.87**

**SUMMARY OF OUTSTANDING FEES OWED TO  
KRAMER LEVIN NAFTALIS & FRANKEL THROUGH DECEMBER 31, 2011**

<b>Time Period</b>	<b>Fees and Expenses Requested</b>	<b>Fees and Expenses Approved</b>	<b>Fees and Expenses Paid</b>	<b>Fees and Expenses Owed</b>
April 1, 2002 - June 30, 2002	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$-0-
July 1, 2002 - September 30, 2002	\$ 87,266.50 \$ 10,070.69	\$ 86,576.50 \$ 9,737.19	\$ 86,576.50 \$ 9,737.19	\$-0-
October 1, 2002 - December 31, 2002	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$-0-
January 1, 2003 - March 31, 2003	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$-0-
April 1, 2003 - June 30, 2003	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$-0-
July 1, 2003 - September 31, 2003	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$-0-
October 1, 2003 - December 31, 2003	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$-0-
January 1, 2004 - March 31, 2004	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$-0-
April 1, 2004 - June 30, 2004	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$-0-
July 1, 2004 - September 30, 2004	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$-0-
October 1, 2004 - December 31, 2004	\$406,517.00 \$ 14,406.04	\$ 400,556.50 \$ 14,265.04	\$ 400,556.50 \$ 14,265.04	\$-0-
January 1, 2005 March 31, 2005	\$183,897.00 \$12,593.68	\$ 183,897.00 \$ 12,593.68	\$ 183,897.00 \$ 12,593.68	\$-0-
April 1, 2005 June 30, 2005	\$74,471.50 \$3,641.49	\$ 74,471.50 \$ 3,641.49	\$ 74,471.50 \$ 3,641.49	\$-0-
July 1, 2005 September 30, 2005	\$79,556.00 \$5,348.72	\$ 79,556.00 \$ 5,348.72	\$ 79,556.00 \$ 5,348.72	\$-0-
October 1, 2005 December 31, 2005	\$75,544.50 \$2,953.30	\$ 75,544.50 \$ 2,953.30	\$ 75,544.50 \$ 2,953.30	\$-0-
January 1, 2006 March 31, 2006	\$74,750.00 \$5,452.00	\$ 74,750.00 \$ 5,452.00	\$ 74,750.00 \$ 5,452.00	\$-0-
April 1, 2006 June 30, 2006	\$74,596.00 \$2,815.18	\$ 74,596.00 \$ 2,815.18	\$ 74,596.00 \$ 2,815.18	\$-0-
July 1, 2006 September 30, 2006	\$147,269.00 \$4,500.72	\$ 147,269.00 \$ 4,500.72	\$ 147,269.00 \$ 4,500.72	\$-0-
October 1, 2006 December 31, 2006	\$238,312.00 \$14,195.38	\$ 238,312.00 \$ 14,195.38	\$ 238,312.00 \$ 14,195.38	\$-0-
January 1, 2007 March 31, 2007	\$163,379.00 \$15,286.40	\$ 163,379.00 \$ 15,286.40	\$ 163,379.00 \$ 15,286.40	\$-0-

<b>Time Period</b>	<b>Fees and Expenses Requested</b>	<b>Fees and Expenses Approved</b>	<b>Fees and Expenses Paid</b>	<b>Fees and Expenses Owed</b>
April 1, 2007	\$187,246.00	\$ 186,592.23	\$ 186,592.23	\$-0-
June 30, 2007	\$19,482.62	\$ 19,482.62	\$ 19,482.62	
July 1, 2007	\$208,619.50	\$ 205,265.50	\$ 205,265.50	\$-0-
September 30, 2007	\$9,223.40	\$ 9,223.40	\$ 9,223.40	
October 1, 2007	\$398,236.50	\$ 394,987.81	\$ 394,987.81	\$-0-
December 31, 2007	\$76,834.62	\$ 76,834.62	\$ 76,834.62	
January 1, 2008	\$247,502.75	\$ 247,502.75	\$ 247,108.84	\$-0-
March 31, 2008	\$9,033.91	\$ 9,033.91	\$ 9,033.91	
April 1, 2008	\$240,744.75	\$ 240,744.75	\$ 240,744.75	\$-0-
June 30, 2008	\$11,571.63	\$ 11,571.63	\$ 11,571.63	\$-0-
July 1, 2008	\$271,548.00	\$ 271,548.00	\$ 271,548.00	\$-0-
September 30, 2008	\$6,211.59	\$ 6,211.59	\$ 6,211.59	\$-0-
October 1, 2008	\$207,976.00	\$206,706.00	\$206,706.00	\$-0-
December 31, 2008	\$9,026.63	\$8,976.63	\$8,976.63	\$-0-
January 1, 2009	\$197,550.00	\$197,494.00	\$197,494.00	\$-0-
March 31, 2009	\$5,059.19	\$5,059.19	\$5,059.19	\$-0-
April 1, 2009	\$215,996.50	\$215,996.50	\$215,996.50	\$-0-
June 30, 2009	\$5,645.60	\$5,645.60	\$5,645.60	\$-0-
July 1, 2009	\$170,241.50	\$169,905.50	\$170,227.30	(\$321.80)
September 30, 2009	\$20,322.43	\$20,322.43	\$20,322.43	\$-0-
October 1, 2009	\$68,306.75	\$68,306.75	\$68,306.75	\$-0-
December 31, 2009	\$3,366.52	\$3,366.52	\$3,366.52	\$-0-
January 1, 2010	\$47,226.50	\$47,226.50	\$47,226.50	\$-0-
March 31, 2010	\$2,139.19	\$2,139.19	\$1,817.39	\$321.80
April 1, 2010	\$14,079.00	\$14,079.00	\$14,079.00	\$-0-
June 30, 2010	\$650.36	\$650.36	\$650.36	\$-0-
July 1, 2010	\$5,229.00	\$5,229.00	\$5,229.00	\$-0-
September 30, 2010	\$131.96	\$131.96	\$131.96	\$-0-
October 1, 2010	\$16,846.00	\$16,846.00	\$16,846.00	\$-0-
December 31, 2010	\$247.86	\$247.86	\$247.86	\$-0-
January 1, 2011	\$54,094.50	\$54,094.50	\$54,094.50	\$-0-
March 31, 2011	\$2,044.81	\$2,044.81	\$2,044.81	\$-0-
April 1, 2011	\$91,902.50	\$91,886.26	\$91,886.26	\$-0-
June 30, 2011	\$2,143.07	\$2,143.07	\$2,143.07	\$-0-
July 1, 2011	\$49,894.00	\$-0-	\$39,915.20	\$9,978.80
September 30, 2011	\$2,308.18	\$-0-	\$2,308.18	\$-0-
October 1, 2011	\$13,989.00	\$-0-	\$9,351.20	\$4,637.80
December 31, 2011	\$93.02	\$-0-	\$12.75	\$80.27
<b>TOTAL</b>	<b>\$4,742,582.65</b> <b>\$ 294,915.20</b>	<b>\$4,663,114.55</b> <b>\$ 293,097.40</b>	<b>\$4,726,609.61</b> <b>\$ 294,463.22</b>	<b>\$14,294.80</b> <b>\$ 402.07</b>

**SUMMARY OF TIME FOR BILLING PERIOD**

<b>Name</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Bentley, Philip	\$830.00	7.0	\$5,810.00
Schmidt, Robert	\$825.00	1.0	\$825.00
Blabey, David E.	\$670.00	7.7	\$5,159.00
Friedman, Joshua	\$525.00	0.6	\$315.00
Ziegler, Matthew	\$470.00	4.0	\$1,880.00
<b>Total</b>		<b>20.3</b>	<b>\$13,989.00</b>

**COMPENSATION SUMMARY BY PROJECT CATEGORY FOR BILLING PERIOD**

<b>Project Category</b>	<b>Total Hours for the Period</b>	<b>Total Fees for the Period</b>
Case Administration	0.2	\$134.00
Creditor Committee	12.8	\$9,739.00
Bankruptcy Motions	0.8	\$552.00
Reorganization Plan	0.6	\$498.00
Fee Applications, Applicant	5.9	\$3,066.00
<b>Total</b>	<b>20.3</b>	<b>\$13,989.00</b>

**EXPENSE SUMMARY (Schedule of Disbursements)**

<b>Expense Category</b>	<b>Total Expenses For the Period</b>
Messenger/Courier	\$9.19
Long Distance Tel	\$40.07
Document Retrieval	\$43.76
<b>Total</b>	<b>\$93.02</b>

**WHEREFORE,** The foregoing summaries are submitted to the Court pursuant to the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Amended Administrative Order"). Pursuant to the Amended Administrative Order, Kramer Levin respectfully requests that, for the period **October 1, 2011 through December 31, 2011**, it be allowed the total amount of fees of **\$13,989.00** and disbursements of **\$93.02**, and that the Debtor be directed to pay all outstanding unpaid amounts.

Dated: February 27, 2012

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: /s/ David E. Blabey, Jr.

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Equity Security Holders